

WC 07-93

SECRET FILE COPY 07-93

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

STAMP & RETURN

Approved by OMB
3060-0589

Page: 1 of 1

(1) LOCKBOX # <div style="font-size: 1.5em; font-family: cursive;">358145</div>		FCC/MELLON APR 30 2007		SPECIAL USE ONLY	
SECTION A - PAYER INFORMATION					
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) <div style="font-family: cursive;">Huntel Inc.</div>			(3) TOTAL AMOUNT PAID (U.S. Dollars and cents)		
(4) STREET ADDRESS LINE NO. 1 <div style="font-family: cursive;">401 N. TRUON Street, 10th Floor</div>					
(5) STREET ADDRESS LINE NO. 2					
(6) CITY <div style="font-family: cursive;">Charlotte</div>		(7) STATE <div style="font-family: cursive;">NC</div>		(8) ZIP CODE <div style="font-family: cursive;">28202</div>	
(9) DAYTIME TELEPHONE NUMBER (include area code) <div style="font-family: cursive;">704-972-2459</div>			(10) COUNTRY CODE (if not in U.S.A.)		
FCC REGISTRATION NUMBER (FRN) REQUIRED					
(11) PAYER (FRN) <div style="font-family: cursive;">0014480248</div>					
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET					
(13) APPLICANT NAME					
(14) STREET ADDRESS LINE NO. 1					
(15) STREET ADDRESS LINE NO. 2					
(16) CITY		(17) STATE		(18) ZIP CODE	
(19) DAYTIME TELEPHONE NUMBER (include area code)			(20) COUNTRY CODE (if not in U.S.A.)		
FCC REGISTRATION NUMBER (FRN) REQUIRED					
(21) APPLICANT (FRN)					
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET					
(23A) CALL SIGN/OTHER ID		(24A) PAYMENT TYPE CODE <div style="font-family: cursive;">CUT</div>		(25A) QUANTITY <div style="font-family: cursive;">1</div>	
(26A) FEE DUE FOR (PTC) <div style="font-family: cursive;">\$965.00</div>		(27A) TOTAL FEE <div style="font-family: cursive;">\$965.00</div>			
(28A) FCC CODE 1		(29A) FCC CODE 2			
(23B) CALL SIGN/OTHER ID		(24B) PAYMENT TYPE CODE		(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)		(27B) TOTAL FEE			
(28B) FCC CODE 1		(29B) FCC CODE 2			
SECTION D - CERTIFICATION					
CERTIFICATION STATEMENT I, <u>Thomas J. McManus</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge and belief. SIGNATURE <u>Thomas J. McManus</u> DATE <u>4/30/07</u>					
SECTION E - CREDIT CARD PAYMENT INFORMATION					
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____ ACCOUNT NUMBER _____ EXPIRATION DATE _____ I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described. SIGNATURE _____ DATE _____					

WOODS & AITKEN

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April 30, 2007

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, NW
Washington, DC 20554

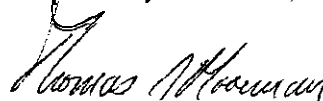
Re: In the Matter of Arlington Telephone Company, The Blair Telephone Company, Eastern Nebraska Telephone Company, Rock County Telephone Company, Huntel Cablevision d/b/a Huntel Communications, Huntel, Inc., American Broadband Acquisition Company-11, and American Broadband Communications, LLC Application for Authorization Pursuant to Section 214 of the Communications Act, as Amended, for Transfer of Control WC Docket No. _____

Dear Ms. Dortch

On behalf of Arlington Telephone Company, The Blair Telephone Company, Eastern Nebraska Telephone Company, Rock County Telephone Company, Huntel Cablevision d/b/a Huntel Communications, Huntel, Inc., American Broadband Acquisition Company-11, and American Broadband Communications, LLC, we attach herewith five copies of the above-referenced Application. The original and five (5) copies of this Application, along with the appropriate FCC Form 159 and application fee of \$965.00, are submitted this date to the Commission's depository agent, Mellon Bank, in Pittsburgh, Pennsylvania.

Please contact the undersigned should you have any questions or require additional information.

Respectfully submitted,



Thomas J. Moorman

Attachments

**BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, DC 20554**

In the Matter of)	
)	
Arlington Telephone Company,)	
The Blair Telephone Company,)	
Eastern Nebraska Telephone Company,)	WC Docket No. _____
Rock County Telephone Company,)	
Huntel Cablevision d/b/a)	
Huntel Communications,)	
Huntel, Inc., American Broadband)	
Acquisition Company-11, and)	
American Broadband Communications, LLC)	
)	
Application for Authorization Pursuant to)	
Section 214 of the Communications Act of 1934,)	
as Amended, for Transfer of Control)	

APPLICATION FOR TRANSFER OF CONTROL

Arlington Telephone Company ("Arlington"), The Blair Telephone Company, Eastern Nebraska Telephone Company (~~Eastern~~), Rock County Telephone Company ("Rock County"), Huntel Cablevision d/b/a Huntel Communications ("Huntel Comm"),¹ Huntel, Inc. ("Huntel"),² American ~~Broadband~~ Acquisition ~~Company~~ --- II ("ABAC-II"),³ and American Broadband Communications, LLC ("ABB") (collectively the "Applicants"), hereby submit this Application for Authority to Transfer Control of the Companies' ultimate parent company, ABB (~~a~~ North

¹ For purposes of this Application, Arlington, Eastern, Rock County, and Huntel Comm will be referred to collectively as the "Companies."

² As the Commission's records will reflect, the original transfer of control application filed for the Companies referenced an intermediate holding company – Noble Holdings, Inc. ("Noble"). See Application for Transfer of Control of Arlington Telephone Company, The Blair Telephone Company, Eastern Nebraska Telephone Company, Rock County Telephone Company, and Huntel Cablevision, Inc. d/b/a Huntel Communications from Huntel Systems, Inc., to Noble Holdings, Inc., WC Docket No. 06-14, filed January 6, 2006. The name of Noble has since been changed to "Huntel, Inc."

³ Huntel is a wholly owned subsidiary of ABAC-II. ABAC-II is a wholly-owned subsidiary of ABB. See Letter to ~~Marlene H. Dortch~~, Secretary, Federal Communications Commission, from David Cosson, Counsel to Noble Holdings, Inc., WC Docket No. 06-14/ITC-T/C-20060118-0023E, filed May 1, 2006 ("Cosson Letter").

Carolina limited liability company) to Mr. **Patrick L. Eudy**. As indicated herein, Mr. **Eudy** and Mr. William H. Tucker **are** currently **48.75%** interest holders in ABB. Upon approval by *the* Commission of this Application and the receipt of other necessary regulatory approvals, Mr. Tucker will be retiring from ABB to pursue other interests and ABB will be redeeming Mr. Tucker's interest in ABB. As a result, and upon consummation of this transaction, ABB will be controlled by Mr. Eudy rather than jointly controlled today by both Messrs. Eudy and Tucker. Prompt grant of this Application will allow the Applicants to undergo this transfer of control to reflect Mr. Tucker's decision to retire. Accordingly, a grant of this Application will allow the **change** in ownership **of** the ultimate parent company of ABAC-II, Huntel and the Companies and will not alter or change **the** Companies' respective commitment to high quality, reasonably priced rural ~~telecommunications~~ **services** in Nebraska

SECTION 63.04(a) INFORMATION

Pursuant to Section 63.04(a) of the Commission's rules, the Applicants provide the **following** information in support of **this** requested transfer of control:

(1) Applicants' Name, Address and Telephone Number

ABB, ABAC-II, Huntel, and the Companies

Patrick L. Eudy
President and CEO
American Broadband Communications, LLC
401 N. Tryon Street
10th Floor
Charlotte, NC **28202**

Telephone: **(704) 972-2459**
Facsimile: **(888) 698-7975**

(2) State of Organization

Each of the Companies is a Nebraska corporation.

ABAC-II is a North Carolina corporation.

ABB is a limited liability company organized under the laws of the State of North Carolina.

(3) Contact Information

All correspondence, notices **and** inquiries regarding this Application should be addressed to:

ABB, ABAC-II, Huntel, and the Companies

Patrick L. Eudy
President and CEO
American Broadband Communications, LLC
401 N. Tryon Street
10th Floor
Charlotte, NC 28202

Telephone: (704) 972-2459
Facsimile: (888) 698-7975

Copies of all correspondence, notices, and inquiries should also be addressed to:

Thomas J. Moorman
Woods & Aitken LLP
2154 Wisconsin Avenue, NW, Suite 200
Washington, DC 20007

Telephone: (202) 944-9502
Facsimile: (202) 944-9501

(4) Ten percent (10%) Equity Shareholders of the Companies, ABAC-II and ABB

As the Commission's records reflect, each of the Companies is a wholly-owned subsidiary of Huntel, which, in **turn**, is wholly-owned by ABAC-II. The operations of the Companies are described in Attachment A **hereto**. ABAC-II, **through** Huntel was the entity used by ABB to acquire the Companies from Huntel Systems, Inc. **See Application** for Transfer of Control of Arlington Telephone Company, The Blair Telephone Company, Eastern Nebraska Telephone Company, Rock County Telephone Company, and HunTel Cablevision, Inc. d/b/a

HunTel Communications from HunTel Systems, Inc., to Noble Holdings, Inc., WC Docket No 06-14, filed January 6, 2006; *see also* Letter to Marlene H. Dortch, Secretary, Federal Communications Commission, from Joshua H. Seidemann, Counsel, WC Docket No. 06-14, filed January 24, 2006 *and Cosson Letter*. This application was granted by the Commission effective March 4, 2006. *See* Public Notice, WC Docket Nos. 06-14, 06-33 & 06-12, DA 06-525, released March 6, 2006.⁴ ABAC-II, in turn, is wholly owned by ABB.

The interest holders of ABB with Ten Percent or greater equity interest of ABB are provided below. ABB owns derivative, minority interests in several other telecommunications carriers which are identified in Attachment B hereto.

<u>Name</u>	<u>Occuuation</u>	<u>Citizenship</u>	<u>Percent Ownership</u>
William H. Tucker	Telecommunications Executive	USA	48.75%
Patrick L. Eudy ⁵	Telecommunications Executive	USA	48.75%

The address for each of these individuals is: 401 N. Tryon Street, 10th Floor, Charlotte, NC 28202.

The foregoing reflects all 10% or more derivative equity interests the Applicants.

(5) Certification Pursuant to Rules 1.2001-1.2003

Applicants hereby certify, pursuant to 47 C.F.R. §§ 1.2001-1.2003, that to the best of their knowledge, information, and belief, no party to the Application is subject to denial of federal benefits pursuant to section 5301 of the ~~Anti-Drug~~ Abuse Act of 1988, 21 U.S.C. § 862.

⁴ The International Section 214 authority of HunTel Comm was approved by the Commission on March 23, 2006. *See* Public Notice, DA 06-642, Report TEL-01008, released March 23, 2006.

⁵ Mr. Eudy owns 60% of Dialog Telecommunications ("Dialog"), a competitive local exchange carrier operating in Kentucky, Mississippi and North Carolina. Since Mr. Eudy owns this equity interest in his individual capacity, it is not reflected in the interests of ABB reflected in Attachments A and B.

(6) Description of the Transaction

Upon consummation of the planned transaction, Mr. Tucker will be retiring and ABB will be redeeming his **48.75%** interest in **ABB**. As a result, Mr. Eudy will have the controlling interest in ABB and, thus, controlling interest of Huntel and the Companies through ABAC-II. No ownership change of the Companies, Huntel or ABAC-II will result from the proposed transaction.

(7) Geographic Description

Arlington, Blair, Eastern, and Rock County **are** each incumbent local exchange carriers (“ILECs”) providing local exchange and exchange access service to subscribers in the areas described in Attachment A.

Huntel ~~Comm~~ is *an* interexchange service reseller providing service to subscribers located in the areas described in Attachment A.

Huntel ~~Comm~~ also operates **as** a competitive local exchange carrier (“CLEC”) in areas described in Attachment A which are outside of the areas of its affiliated ILECs. *See* Attachment C.

(8) Streamlined Treatment

The Application is, once again, entitled to a presumption of the applicability of the **streamlined** procedures pursuant to Sections **63.03(b)(2)(ii)** and (iii) **as** previously found by the Commission. **See** Public Notice, WC Docket No. 06-14, DA 06-250, released February 1, 2006; Public Notice, WC Docket Nos. 06-14, 06-33 & 06-12, DA 06-525, released March 6, 2006. WC Docket No. 06-14, released March 6, 2006. Upon consummation of the proposed transaction, Huntel ~~Comm~~ and the ABB-affiliated interexchange carriers will have a less *than* 10% share of the interstate, interexchange market. With respect to Section **63.03(b)(2)(ii)**, Dialog, a CLEC,

and Huntel Comm's CLEC operations serve exclusively outside the geographic area where the affiliated ILECs (Arlington, Blair, Eastern and Rock County) operate and are dominant. With respect to Section 63.03(b)(2)(iii), each of the ILECs (Arlington, Blair, Eastern, and Rock County) and their ILEC affiliates noted in Attachment B are an independent telephone company and a rural telephone company (as that term is defined under the Communications Act of 1934, as amended) and have individually and collectively fewer than two (2) percent of the nation's subscriber lines, and there are no overlapping or adjacent service areas between any of the ABB-affiliates noted in Attachment B and the Companies. See Attachment C. There are no requests for waivers associated with this Application.

(9) Other Related Applications Before the Commission

The Applicants will file for authority to transfer Huntel Comm's International Section 214 Authority.

(10) Statement of Imminent Business Failure

Not applicable.

(11) Separately Filed Waiver Requests

None

(12) Public Interest Statement

Mr. Eudy and Mr. William H. Tucker are currently 48.75% interest holders in ABB. Upon approval by the Commission of this Application and the receipt of other necessary regulatory approvals, Mr. Tucker will be retiring from ABB to pursue other interests and ABB will be redeeming Mr. Tucker's interest in ABB. As a result, and upon consummation of this transaction, ABB will be controlled by Mr. Eudy rather than jointly controlled today by both Messrs. Eudy and Tucker.

Prompt grant of this Application will allow the Applicants to undergo **this** transfer of control to reflect Mr. Tucker's retirement decision. **A** grant of this Application will reflect an ownership change of the ultimate parent company of ABAC-II, Huntel and the Companies and will not alter or change the Companies' respective commitment to high quality, reasonably priced rural telecommunications services in Nebraska.

CONCLUSION

For the foregoing reasons, Applicants respectfully request that ~~the~~ Commission promptly **grant this** Application,

Respectfully Submitted,

**Arlington Telephone Company
The Blair Telephone Company
Eastern Nebraska Telephone Company
Rock County Telephone Company
Huntel Cablevision d/b/a
Huntel Communications
Huntel, Inc.
American Broadband Acquisition Company-II
American Broadband Communications, LLC**

By:



Thomas J. Moorman
Woods & Aitken LLP
2154 Wisconsin Avenue, NW, Suite 200
Washington, DC 20007
202/944-9500 (Tel)
202/944-9501 (Fax)

Their Attorneys

April 30, 2007

Attachment A - Page 1 of 1

Class of Carrier	Name	State of <u>Incorporation</u>	Intermediate <u>Entities</u>	Percent ABB Ownership <u>Interest</u>	Service Area <u>Description</u>
ILEC	Arlington Telephone Co.	Nebraska	ABAC-II/ Noble	100%	Arlington, NE
ILEC	Blair Telephone Co.	Nebraska	ABAC-II/ Noble	100%	Blair, Kennard, and Ft. Calhoun, NE
ILEC	Eastern Nebraska Telephone Co.	Nebraska	ABAC-II/ Noble	100%	Walthill, Macy, Winnebago, Rosalie, Osmond, Meadow Grove, Carroll, and Belden, NE
ILEC	Rock County Telephone Co.	Nebraska	ABAC-II/ Noble	100%	Bassett and Newport, NE
CLEC	HunTel Cablevision d/b/a HunTel Communi- cations	Nebraska	ABAC-II/ Noble	100%	Lyons, Oakland, and Tekamah, NE
IXC	HunTel Cablevision d/b/a HunTel Communi- cations	Nebraska	ABAC-II/ Noble	100%	Same communities as Arlington Telephone Company, Blair Telephone Company, and Rock County Telephone Company, and Lyons, Oakland, and Tekamah, NE

American Broadband Communications, LLC ("ABB") has derivative ownership interests in the following telecommunications carriers. These interests are derived through intermediate corporate holding companies that have been used in the various acquisitions within which ABB has participated.

The following intermediate corporate entities are those within which ABB has an interest (which on a derivative basis are greater than Ten Percent (10%) of the equity interests) in specific telecommunications carriers¹ identified below: (1) American Broadband Acquisition Corp.; (2) American Broadband Communications, Inc.; (3) American Broadband Acquisition Corp. III; and (4) American Broadband Acquisition Corp. IV.

These derivative equity interests, the type of telecommunications carrier, the derivative interest entity and service area are noted below.

<u>Holding Company Name</u>	<u>Ownership Interest</u>
American Broadband Acquisition Corp. ("ABAC")	49% by ABB
American Broadband Communications, Inc. ("ABCI")	92% by affiliates of ABB (Mr. Tucker currently owns approximately 57% of ABCI and Mr. Eudy owns approximately 35% of ABCI).
American Broadband Acquisition Corporation III ("ABAC-III")	30% by ABB
American Broadband Acquisition Corporation IV ("ABAC-IV").	40% by ABB

<u>Class of Carrier Name</u>	<u>State of Incorporation</u>	<u>Intermediate Entities</u>	<u>Percent ABB Ownership Interest</u>	<u>Service Area Description</u>
ILEC Georgetown Telephone Company	Mississippi	ABCI/ American Georgetown, Inc.	49%	Georgetown, MS

¹ The following acronyms are used for this attachment: "ILEC" (Incumbent Local Exchange Carrier; "CLEC" (Competitive Local Exchange Carrier); and "IXC" (resale interexchange carrier). The major communities served are noted in the column "Service Area Description."

Attachment B -- Page 2 of 4

<u>Class of Carrier</u>	<u>Name</u>	<u>State of Incorporation</u>	<u>Intermediate Entities</u>	<u>Percent ABB Ownership Interest</u>	<u>Service Area Description</u>
IXC	T.A.T. Cable-vision d/b/a Georgetown Long Distance	Mississippi	ABCI/ American Georgetown, Inc.	49%	Same as Georgetown Telephone Company
ILEC	Oregon Farmers Mutual Telephone Company	Missouri	ABCU Northwest Missouri Holdings, Inc.	49%	Oregon and Forest City, MO
IXC	Oregon Farmers Mutual Long Distance Company	Missouri	ABCU Northwest Missouri Holdings, Inc.	49%	Same as Oregon Farmers Mutual Telephone Company
ILEC	Pymatuning Telephone Company	Pennsylvania	ABAC/ Pymatuning Holding Company	49%	Rural areas surrounding Greenville, PA
IXC	P T Communications, Inc.	Pennsylvania	ABCI/ Pymatuning Holding Company	49%	Same as Pymatuning Telephone Company
ILEC	Gridley Telephone Company	Illinois	ABAC/ Mail Holdings, Inc./ Gridley Enterprises, Inc.	49%	Gridley and Meadows, IL
IXC	Gridley Communications, Inc.	Illinois	ABAC/ Mail Holdings, Inc./ Gridley Enterprises, Inc.	49%	Same as Gridley Telephone Company

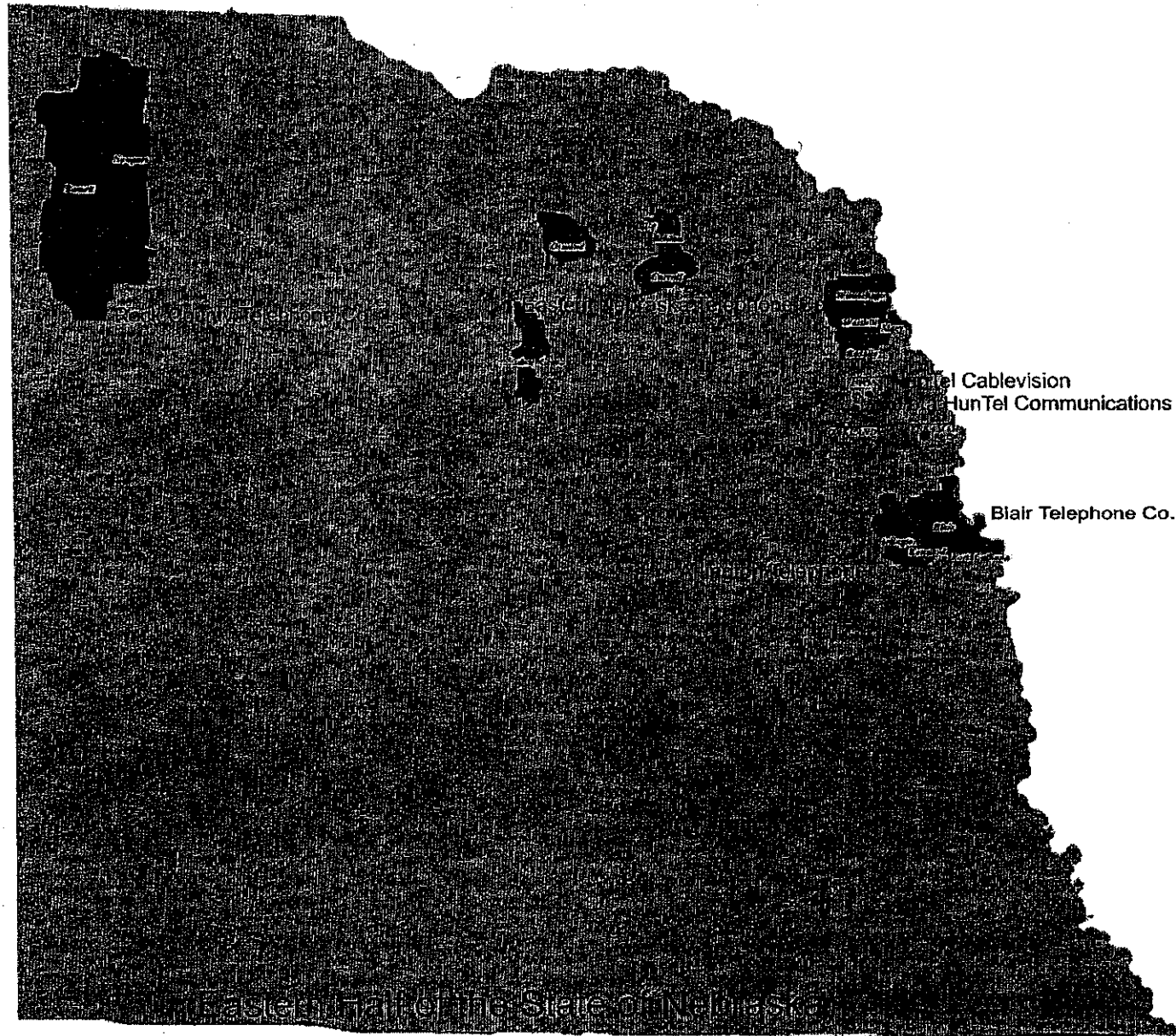
Attachment B – Page 3 of 4

<u>Class of Carrier Name</u>	<u>State of Incorporation</u>	<u>Intermediate Entities</u>	<u>Percent ABB Ownership Interest</u>	<u>Service Area Description</u>
ILEC S&A Telephone Company	Kansas	ABACI Eastern Kansas Holdings, Inc.	49%	Allen and Scranton, Kansas
EXC S&A Commu- nications, Inc.	North Carolina	ABAC/ Eastern Kansas Holdings, Inc.	49%	Same as S&A Telephone Company
ILEC Waverly Hall Telephone, LLC	Georgia	ABAC/ Waverly Hall Holdings, Inc.	49%	Waverly Hall, GA
ILEC Rye Telephone Company	Colorado	ABAC-IIY Corona Holdings Inc./Southern Colorado Telecom- unications, Inc.	30%	Colorado City, CO Rye, CO Portions of Pueblo, Huerfano, Las Animas, Custer, and Baca counties
ILEC South Park LLC d/b/a South Park Telephone Company	Colorado	ABAC-III/ Corona Holdings Inc./Southern Colorado Telecom- unications, Inc.	30%	Southern portion of Park County, CO surrounding the town of Hartsell, CO
IXC CableCo, LLC d/b/a ghValley LD	Colorado	ABAC-III/ Corona Holdings Inc./Southern Colorado Telecom- unications, Inc.	30%	Same as Rye Telephone Company and South Park Telephone Company

Attachment B - Page 4 of 4

Class of Carrier Name	State of Incorporation	Intermediate Entity	Percent ABB Ownership Interest	Service Area Description
ILEC Dalton Telephone Co.	Nebraska	ABAC-IV/ New Castle Holdings, Inc.	40%	Dalton, NE
ILEC Elsie Commun- ications, Inc.	Nebraska	ABAC-IV/ New Castle Holdings, Inc.	40%	Elsie, NE
IXC Dalton Telecomm- unications, Inc.	Nebraska	ABAC-IV/ New Castle Holdings, Inc.	40%	Same as Dalton Telephone Co. and Elsie Communications

Transfer of Control Attachment C



DECLARATION

I, Patrick L. Eudy, President and CEO, American Broadband Communications, LLC ("ABB"), do hereby declare under penalties of perjury that I have read the foregoing "Application of Transfer of Control," and the information contained therein regarding ABB and its affiliates is true and accurate to the best of my knowledge, information, and belief.



Patrick L. Eudy

President and CEO

American Broadband Communications, LLC

401 N. Tryon Street

10th Floor

Charlotte, NC 28202

Date: 4/30/07

DECLARATION

I, William H. Tucker, Chairman, American Broadband Communications, LLC ("ABB"), do hereby declare under penalties of perjury that I have read the foregoing "Application of Transfer and Control," and the information contained therein regarding ABB and its affiliates is true and accurate to the best of my knowledge, information, and belief.



William H. Tucker

Chairman

American Broadband Communications, LLC

401 N. Tryon Street

10th Floor

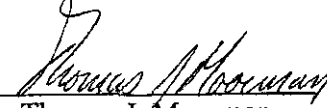
Charlotte, NC 28202

Date: _____

4/28/07

CERTIFICATE OF SERVICE

I, Thomas J. Moorman, of Woods & Aitken LLP, 2154 Wisconsin Avenue, N.W., Suite 200, Washington, DC 20007, do hereby certify that on **this** 30th day of April, 2007 of the foregoing "Application for Transfer of Control" was mailed, first class postage prepaid, to the following:


Thomas J. Moorman

The Honorable Dave Heineman
Governor, State of Nebraska
Lincoln Office /State Capitol
Office of the Governor
P.O. **Box** 94848
Lincoln, NE 68509-4848

Nebraska Public Service Commission
1200 N Street, **Suite** 300
Lincoln, NE 68508

Department of Defense
c/o
Defense Information Systems Agency
ATTN: DISA/GC (Room 4300)
P.O. **Box** 4502
Arlington, Virginia 22204-4502

Department of State
EB/CIP/SCA
Room 4826
2201 C Street, N.W.
Washington, DC 20520

*
Competition Policy Division
Wireline Competition **Bureau**
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

a
Dennis **Johnson**
Wireline Competition Bureau
Federal Communications Commission
445 12th street, S.W.
Washington, D.C. 20554

* via hand delivery